

Instructions for completing form (CD 412)

Important – Please Read. Dissolution is a complex process. **A corporation that has issued shares and commenced business may dissolve by filing a Notice of Intent to Dissolve pursuant to O.C.G.A. 14-2-1403 and Articles of Dissolution pursuant to O.C.G.A. 14-2-1408.** Form CD 410 and CD 412 may be used for this purpose. However, use of these forms is optional. Forms CD 410 and CD 412 are not intended to replace competent legal counsel. Secretary of State staff is not authorized to provide legal counsel or explain the steps necessary to successfully dissolve a corporation or to complete these forms. It is for this reason filers are **strongly urged** to obtain professional legal, tax and or business advice to assure filers goals and intentions are met, that requirements of the law are satisfied, and that shareholders, officers and directors are protected even after the dissolution.

Instructions for completing form CD 412 Articles Of Dissolution

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| Article One | Name of the corporation | Provide the name of the corporation |
| Article Two | Date notice of intent filed | Provide the date on which the notice of intent was filed with the Secretary Of State. If the notice of intent and articles of dissolution are filed simultaneously provide date documents are <i>actually</i> submitted to Secretary Of State. |
| Article Three | Filer must provide a statement that the <i>Notice Of Intent</i> has not been revoked. | |
| Article Four | All debts, obligations and liabilities of the corporation must be paid and/or discharged or adequate provision made for their disposition. Filer must choose one of the preferred statements. | |
| Article Five | Filer must provide a statement addressing the disposition of corporation's assets. Adequate disposition of corporation's assets must be made according to shareholders rights and interests. Filer must choose one of the preferred statements. | |
| Article Six | There must be no actions pending against the corporation prior to its dissolution, or adequate disposition must be made to satisfy any judgment, order or decree that may be pending against the corporation. Filer must choose one of the preferred statements. | |
| Signature | The articles of dissolution must be signed by either the chairman of the board of directors, an officer, a receiver or trustee if one has been appointed by a court, or the attorney for the corporation. The signer <u>must</u> state the capacity in which he or she is signing. | |

The effective date of the dissolution is the date the articles are received by the Secretary Of State. The completed form (2 copies) and filing fee (\$20.00 made payable to **Secretary Of State**) Should be mailed to **Corporations Division, 315 West Tower, #2 Martin Luther King, Jr. Drive, Atlanta, GA 30334.**